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# **Director & Panel Member Code of Conduct and Ethics**

2.0

W.E.F 08 December 2025

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	<b>URUSHARTA JAMAAH SDN BHD</b>	<b>GRC Department</b>	
		Doc No: UJ/GRC/L1-POL/005	Rev No.: 2.0
	<b>Director &amp; Panel Member Code of Conduct and Ethics</b>	Page No.: Page i of v	Effective Date: 08.12.2025

**VERSION CONTROL**

**Department : Governance, Risk, and Compliance Department**


**Revision : Version 2.0**

<b>Version</b>	<b>Status</b>	<b>Date of Approval</b>	<b>Remarks</b>
1.0	Approved by the Board	11 December 2020	New Policy
2.0	Approved by the Board	08 December 2025	Standardisation Template – ABMS

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### AMENDMENT LOG

Version No.	Section	Page No.	Brief details
1.0	All	All	New Policy
2.0	All	All	Editorial Changes including formatting
	Abbreviations	iv	Added item – ABAC, ABMS, and GRC
	1.0 – Introduction	1	Added item 1.6
	6.0 – Anti-Corruption / Bribes	3	Added item 6.2
	11.0 – Gift, Hospitality and Travel	4	New section
	13.0 – Records	5	Added new section
	14.0 – Review	5	Refinement
	Appendix	Appendix I	Inclusion of Certification of Compliance


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## APPENDICES

### APPENDIX I: CERTIFICATION OF COMPLIANCE

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## ABBREVIATIONS

Abbreviations	Definition
ABAC	: Anti-Bribery and Anti-Corruption;
ABMS	: Anti-Bribery Management System;
GRC	: Governance, Risk, and Compliance;
IP or "Panel"	: UJ Investment Panel; and
UJ or "the Company"	: Urusharta Jamaah Sdn. Bhd.

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## GLOSSARY

<b>Term</b>	<b>Definition</b>
Assets	: means tangible or intangible resources controlled by the Company as a result of past transactions or events and from which future economic benefits are expected to flow to the Company;
Board or "Directors"	: means the Board of Directors of Urusharta Jamaah Sdn Bhd and includes any Board appointed member of a Board Committee;
Confidential Information	: is as defined in the Company's Code of Business Ethics;
Panel Member	: means a member of the IP; and
Relatives	: Refers to spouse, brother or sister of the person, brother or sister of the spouse of the person, lineal ascendant or descendant of the person, lineal descendant of the brother or sister of the person, uncle/aunt/cousin of the person, or son-in-law or daughter-in-law of the person.


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## 1. INTRODUCTION

- 1.1 The Director & Panel Member Code of Conduct and Ethics (hereto referred as “the Code”) forms part of UJ initiatives to promote good corporate governance practices within the Company by instilling, internalizing and upholding the Core Values of “INTEGRITY, PROFESSIONALISM and TRANSPARENCY” in UJ’s corporate culture.
- 1.2 Appropriate standards of conduct and ethical behaviour are fundamental to the preservation of the Company’s reputation and to ensure the success of its operations. As such, the exercise of duties and responsibilities by the Directors of the Company and by the Company’s Panel Members should always be premised on the highest standards of business conduct and ethical behaviour as embodied in the Company’s Core Values.
- 1.3 The Code reflects the Board and the IP’s commitment to such standards in the performance of their respective duties and responsibilities, for and on behalf of the Company.
- 1.4 The Code outlines the fundamental guiding principles and standards applicable to the Directors and the Panel Members of the Company. As such, a Director or Panel Member of the Company, is expected to adhere to, comply with and uphold the provisions of the Code.
- 1.5 Furthermore, the provisions of the Code are in addition to, and not in substitution for, any obligation imposed upon a Director or Panel Member by agreement, common law, equity, statute or regulation. Compliance with this Code will therefore not relieve such Director or Panel Member from any such obligations.
- 1.6 This Policy is to be read together with the following policies:
- a) ISO 37001:2025 Anti-Bribery Management System (“ABMS”) Manual;
  - b) UJ Board Charter;
  - c) UJ Board Committee Terms of Reference (BARC, NRC, IP, OC);
  - d) MKD Guidelines;
  - e) Anti-Bribery & Anti-Corruption; and
  - f) Conflict of Interest Policy.

## 2. OBJECTIVES

- 2.1 The Code provides the fundamental guiding principles and standards applicable to Directors and Panel Members and are founded on high standards of professional and ethical practices.

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2.2 All Directors and Panel Members of the Company acknowledge that they must exercise judgment in applying the principles embodied in the Code to any particular situation, as this Code is not intended to be an exhaustive document. The Code should be read in conjunction with the existing framework of all relevant laws and regulations as well as the directives and policies of the Company from time to time including any relevant best practices/standards in corporate governance.

2.3 The Code is formulated with the intention of achieving the following aims:

- (a) to enhance the standards of honesty, integrity, ethical and law-abiding behaviour expected of all Directors and Panel Members;
- (b) to encourage the observance of those standards to protect and promote the interests of shareholders and all relevant stakeholders;
- (c) to provide guidance to the Board and Panel members to maintain the confidence of shareholders and other stakeholders in the Company's integrity; and
- (d) to promote good business conduct and to maintain a healthy corporate culture that engenders UJ's Core Values of Integrity, Professionalism and Transparency.


### 3. SCOPE

3.1 The Code applies to all members of the Board and to all members of the UJ Investment Panel ("Panel Members").

### 4. POLICY STATEMENT

4.1 All Directors and Panel Members shall act within the authority conferred upon them, in the best interests of the Company and have an obligation to:

- (a) act in the best interest of, and fulfil applicable fiduciary obligations to the Company and its shareholders;
- (b) act with integrity, professionalism, honesty and ethics;
- (c) conduct themselves in a professional and respectful manner and not take improper advantage of their position;
- (d) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (e) use their prudent judgment to avoid/abstain from all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company, and to inform the Board, at the earliest opportunity, of any existing or potential conflict of interest situation;
- (f) not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position;
- (g) act to enhance and maintain the reputation of the Company; and

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(h) strive to contribute towards the growth and stability of the Company.

## 5. CONFLICT OF INTEREST

- 5.1 All Directors and Panel Members should avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company or which divides his or her loyalty to the Company. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company or any of its subsidiary and affiliated companies. Directors and Panel Members must not use their position or knowledge gained directly/indirectly in the course of their duties for private or personal advantage.
- 5.2 Directors and Panel Members are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and where so required, to abstain from any deliberation and decision relating thereto.

## 6. ANTI-CORRUPTION / BRIBES

- 6.1 This To observe high standards of business, professional and ethical conduct, all Directors and Panel Members (whether acting in their own capacity or on the Company's behalf) must refrain from authorising offering, giving or receiving any gifts and any other form of benefits (in kind, cash, advantages and/or favour and etc) from persons or entities who deal with the Company where the gift would reasonably be expected to influence the performance of the Director or Panel Members duties in any aspect.
- 6.2 All Directors and Panel Members shall be subject to Anti-Bribery and Anti-Corruption ("ABAC") related obligations, which include:
- (a) Compliance with the Company's ABAC Policy and Anti-Bribery Management System;
  - (b) Receipt of the ABAC Policy and mandatory ABAC training;
  - (c) Awareness of the obligation to disclose and report any actual or potential conflict of interest;
  - (d) Protection from retaliation or adverse consequences for reporting concerns or for refusing to participate in activities that pose unmitigated bribery risks; and
  - (e) Being subject to disciplinary or enforcement action, up to and including removal, for non-compliance with the ABAC obligations.

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## 7. PROTECTION OF COMPANY ASSETS

- 7.1 All Directors and Panel Members shall take reasonable care to safeguard the Company Assets, including its physical premises, equipment and facilities as well as all records and information/data.
- 7.2 All Company Assets shall only be used in a safe, ethical and lawful manner and shall not be used for pursuing improper personal gain or opportunity.

## 8. CONFIDENTIALITY


- 8.1 Directors and Panel Members may in the course of their duties and responsibilities within the Company, come into possession or access to confidential, sensitive and non-public information (“Insider Information”) in the course of their position or role with the Company. Directors and Panel Member must therefore treat all such information in the strictest of confidence, not disclose such information to any unauthorised persons and take all necessary precautions to maintain such confidentiality and not use it, directly or indirectly, for any purpose other than what it has been intended, except when disclosure is authorised or legally required.
- 8.2 The obligation to preserve the Company’s Insider Information is on-going even after an individual ceases to be a Director or Panel Member of the Company, until the information becomes publicly available or the Company no longer considers it as confidential.
- 8.3 Directors and Panel Members must also not misuse the confidential information of a third party.

## 9. INSIDER TRADING

- 9.1 Directors or Panel Members who possess Insider Information shall not:-
- (a) deal in securities; or
  - (b) communicate such information to any unauthorised persons, for the benefit of themselves or any other persons.
- 9.2 When dealing in securities, a Director or Panel Member shall comply with the relevant laws on trading in securities and observe such guidelines as may be prescribed by the Company in relation thereto from time to time.

## 10. COMPLIANCE WITH LAWS, RULES AND REGULATIONS


Every Director and Panel Member in exercising and/or discharging his/ her powers or duties shall comply with all applicable laws, rules and regulations including the

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Constitution of the Company and all other relevant and applicable internal requirements of the Company.

## 11. GIFT, HOSPITALITY, AND TRAVEL

- 11.1 UJ adopts a **“No Gift Policy”**. Directors and Panel Members shall not, whether directly or indirectly, solicit, accept, offer, or give any form of GHET benefit as part of a reward or consideration in his/her capacity as UJ’s Director and/or Panel Member.
- 11.2 Receiving or giving monetary gifts (such as cash, vouchers, and cash equivalent) is strictly prohibited.
- 11.3 GHET benefits are prohibited where it relates to the continued retention of services, renewal of contracts by a third party, or if any conflict of interest situation exists.
- 11.4 The giving or receiving of any gifts, kickbacks, or gratuities to public officials is prohibited. Particular care and caution must be exercised when dealing with public officials.
- 11.5 The Company recognizes limited exceptions where refusal is impractical or customary, subject to strict reporting and authority requirements: -
- a) **Nominal Gifts:** Non-monetary gifts of a nominal value (e.g., promotional items bearing a company’s name) are permitted upon disclosure.
  - b) **Business Meals:** Entertainment and/or corporate hospitality involving a business-related meal is permitted, provided the value remains modest.
- 11.6 Where the item appears to be of a substantial value, and it would be impractical or damaging to refuse or return the gift, Directors and Panel Members are required to disclose and refer the situation to GRC Department for guidance.
- 11.7 All GHET benefits given and received must be immediately recorded, documented, and reported in the Gifts Register maintained by GRC Department.
- 11.8 The conditions of the GHET benefits process are outlined and summarised in Table 1 and Table 2 below: -

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**TABLE 1 – RECEIVING GHET**

GHET ITEM	THRESHOLD VALUE	GIFTS REGISTER	
		RECORDING	APPROVAL
GHET benefits (excluding meals and travel)	RM500 and below (per item)	YES	Not Required
	Above RM500 (per item)	YES	Chairman of the Board
Meals	N/A	YES	Not Required (Board & Panel members are expected to use their own good judgment in accepting a meal invitation)
*Travel	Involves Family	YES	Chairman of the Board
	Not Involving Family	YES	Chairman of the Board

Note:-

\*Travel which is not paid for by the Company and is defined as follows:

- i. involves travelling outside of Malaysia; or
- ii. where the mode of travel is other than by private vehicle; or
- iii. where accommodation is provided.

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**TABLE 2 – GIVING OF GHET**

RECIPIENT	GHET ITEM	GIFTS REGISTER	
		RECORDING	*ENDORSEMENT
GHET to Public Officials	Corporate gift items with the Company's name / logo	YES	Not Required
	Other than the above	YES	Chairman of the Board
GHET (excluding meals) to Non-Public Officials		YES	Not Required
Meals		YES	Not Required (Board & Panel members are expected to use their own good judgment in providing business meals to third parties)

*Note:-*


*\*All approvals to purchase / reimburse any provision of GHET benefits must always be subject to compliance with the Company's Authority Manual.*

## 12. WAIVER

- 12.1 Any waiver of the application of principles/ standards set forth in this Code may only be made by the Board, as it deems fit and appropriate.
- 12.2 In extraordinary circumstances, the Board may waive compliance with a requirement under this Code for a Director or Panel Member. Conditions may be attached to such a waiver.

## 13. ENFORCEMENT / NON-COMPLIANCE

Directors and Panel Members must immediately report any concern about possible/actual breaches of the Code or unlawful or unethical behaviour by any Director or Panel Member to the Chairman of the Board. The Board shall determine appropriate actions to be taken after considering all relevant information and circumstances or may take necessary action to ratify on the non-compliance.

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#### 14. RECORDS

Where applicable, any records related to this document shall have a minimum retention period of seven (7) years, in line with UJ's Documented Information Guideline and ABMS requirements, which may include but not limited to: -

- i. GHET Register record.


#### 15. REVIEW

This Code shall be reviewed by the Board and amendments to be made from time to time to be in line with the changes in law, governance code couple with the change in Company's vision, values and business plan.


Governance, Risk, and Compliance ("GRC") Department shall arrange for periodic review of this Policy for at least once in three (3) years or as and when is necessary to ensure its operation at maximum effectiveness.

Any amendments to this Policy shall be recommended by Board Audit and Risk Committee for Board's Approval.

----- **END** -----

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## APPENDIX I: CERTIFICATION OF COMPLIANCE

### CERTIFICATION OF COMPLIANCE TO THE URUSHARTA JAMAAH SDN BHD (“UJ”) DIRECTOR & PANEL MEMBER CODE OF CONDUCT AND ETHICS

*(As at 8 December 2025)*

I hereby certify that I have read and understood the UJ Code of Conduct and Ethics (the "Code") and I acknowledge that the Code applies to me as a Director / Panel Member / Representative of the Company.

#### Fiduciary Duties and Independence


- I agree that my decision-making and actions shall be based strictly on my fiduciary duty to act in the best interest of UJ and shall not be motivated by personal interests, considerations, or relationships.
- My relationships with external parties, including prospective or existing Suppliers, Customers, or regulators, shall not compromise my independent governance and sound judgment on behalf of the Company.
- I affirm that I do not engage in any outside activity or appointment that is in direct competition with the Company or that compromises my availability or objectivity in carrying out my duties.

#### Financial and Vested Interests

- I further certify that I have reviewed my financial interests and affirm that neither I, my spouse, dependant, nor any of my immediate relatives has any direct or indirect financial interest, equity ownership, or liability that could potentially interfere with or affect my governance decisions or fiduciary duties to the Company.
- I further certify that I do not know of any other matters, including relative or personal relationship (as defined by the Malaysian Anti-Corruption Commission Act 2009 [Act 694]) which might give rise to an apparent or possible conflict of interest involving my appointment to the Board/Panel.
- I am aware of the prohibitions regarding the acceptance of Gifts, Hospitality, Entertainment, and Travel (GHET) from any business entity, and I certify that I have not violated those prohibitions.

#### Reporting and Compliance

- I hereby agree that I will fully comply with all provisions of the Code and understand my responsibility to immediately report any known or possible conflict of interest situations or suspected violations to the Chairman of the Board/Committee and/or the Company Secretary.

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- I also certify my understanding that any failure by me to comply with this Code may result in a review by the Board Nomination and Remuneration Committee and/or Board, potentially leading to the termination of my appointment/mandate.

I CERTIFY THAT THIS STATEMENT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

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Director / Panel Member Acknowledgment

**Signature:**

**Name:**

**Designation / Committee:**

**Date:**